

EXHIBIT 5

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)

In re:

SUNTERRA CORPORATION, *et al.*,

Debtors.

Case Nos. 00-5-6931-JS through
00-5-6967-JS, 00-5-8313-JS, and
00-6-3718-JS

(Chapter 11)
(Jointly Administered
under Case No. 00-5-6931-JS)

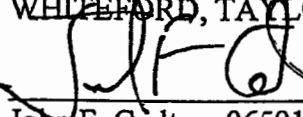
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**LINE SUBMITTING AMENDED SCHEDULE OF
ASSUMED EXECUTORY CONTRACTS FOR
DEBTORS' MOTION TO ESTABLISH CURE AMOUNTS
FOR CERTAIN EXECUTORY CONTRACTS AND
UNEXPIRED LEASES ASSUMED PURSUANT TO
THE THIRD AMENDED AND RESTATED
JOINT PLAN OF REORGANIZATION OF
SUNTERRA CORPORATION AND
AFFILIATED DEBTORS, AS AMENDED**

FILED
2002 SEP 23 P 2:17
U.S. BANKRUPTCY COURT
DISTRICT OF MARYLAND
BALTIMORE

Suntterra Corporation, *et al.*, debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), through counsel, with this Line submit the Amended Schedule of Assumed Executory Contracts, which is an Exhibit to the Debtors' Motion to Establish Cure Amounts for Certain Executory Contracts and Unexpired Leases Assumed Pursuant to the Third Amended and Restated Joint Plan of Reorganization of Sunterra Corporation and Affiliated Debtors, as Amended, which was filed with the Court on August 28, 2002.

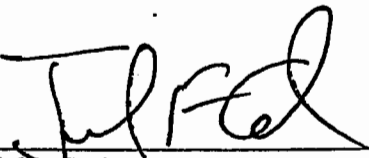
WHITEFORD, TAYLOR & PRESTON L.L.P.


John F. Carlton, 06591
Seven Saint Paul Street, Suite 1400
Baltimore, Maryland 21202
(410) 347-8700

Co-Counsel for the Debtors,
Suntterra Corporation, *et al.*

CERTIFICATE OF SERVICE

I certify that on this 23^d day of September, 2002 a copy of the foregoing Line was sent by first-class mail, postage prepaid, to all parties on the attached Service List. The Line as served upon the parties excluded a copy of the attached Service List in order to expedite the copying and transmittal of the pleading. Any party desiring a copy of the Line with the Service List attached may contact the undersigned or may review the original pleading at the Clerk's Office.



John F. Carlton

Sunterra Corporation
Assumed Executory Contracts
As of July 22, 2002

Contract Number	Entity	Main File Name
805	RMI	Advanta Business Services
355	AKGI St. Maarten, N.V.	AKGI St. Maarten & Briella Lease Agreement
270	Sunterra Corporation	Alarmco Agreement
483	Sunterra Corporation	Americanada Wholesale Contract Agreement
802	Sunterra Corporation	Bankruptcy Services LLC Services Agreement
80	Sunterra Corporation	Bellsouth Mobility
164	Sunterra Corporation	Bent Creek Reciprocal Rights Agreement
558	Sunterra Corporation	Best Pest Control Service Agreement
414	RMI	Bradshaw Brothers SubLease Agreement
653	AKGI St. Maarten, N.V.	Bunchie's Garage & Trucking N.V.
495	AKGI St. Maarten, N.V.	C. H. Pest Control Contract
434	AKGI St. Maarten, N.V.	C.H. Pest Control Agreement
239	Sunterra Corporation	Cahners Travel Group Advertising Contract
813	Sunterra Resorts	Camelot International
814	Sunterra Resorts	Camelot International
409	RMI	Canyon Portals Amendment to Lease
199	All Season Resorts	Canyon Portals Lease Agreement
670	RMI, Inc.	Charter Communications
343	Sunterra Corporation	Charter Communications Entertainment and Bulk Rate Agreement for Cable
142	Sunterra Financial Services, Inc.	Concord Servicing Agreement
197	AKGI St. Maarten, N.V.	Courtwell Management Lease Agreement
644	Sunterra Resorts/Sedona Summit Resort	Creative Design Concepts
273	Sunterra Financial Services, Inc.	Danka Equipment Maintenance Agreement
168	Sunterra Corporation	Dexron Investments
386	RMI	Don Hopkins Lease Modification Agreement
413	RMI	Earnshaw Investors, Ltd. Lease Agreement

Sunterra Corporation
Assumed Executory Contracts
As of July 22, 2002

Contract Number	Entity	Main File Name
671	Resort Marketing International, Inc.	EVR – Lake Tahoe Management Agreement
387	RMI	Falcon Land Company Lease Agreement
388	RMI	Felsot Lease Agreement
379	Sunterra Corporation	Fidelity Leasing Equipment Lease Agreement – 001-0012048-001 Corp.
279	Sunterra Corporation	Finova Servicing Agreement
133	Bent Creek Golf Village	Five Star Communications Management Agreement
421	All Seasons Realty, Inc.	Fornos Restaurant Voucher Agreement
393	Sunterra Corporation	Gardening Angels Landscape Maintenance Agreement
740	Sunterra Resorts	GE Capital Equipment Lease Agreement Contract No. 6875178-001
489	Sunterra Corporation	Golf Holidays International Advertising Agreement
218	Sunterra Corporation	Golf Market Agreement
193	AKGI St. Maarten, N.V.	Heytex Lease Agreement
679	Sunterra Corporation	IKON Office Solutions – Copy Care Contract EVR Lake Tahoe
391	RMI	Ingersoll/Boisse Associates Agreement
680	Sunterra Corporation (Harich Tahoe Development)	IOS Capital – EVR Lake Tahoe
38	Sunterra Corporation	K.K. Sunterra Japan Inventory Rental/License Agreement
416	RMI	Lantex Builders Lease Agreement
336	Sunterra Corporation	Lucent – Newcourt Communications Master Equipment Lease Agreement
418	RMI	Maria's Restaurant Voucher Agreement
354	Sunterra Corporation	Metro Communications Production Agreement
320	Sunterra Corporation	Morgan, the Dukes Lease Agreement – 2 nd modification
206	Sunterra Corporation	Network 21 Phone Agreement
411	RMI	Oak Creek Factory Outlet Lease
579	Sunterra Resorts	One of One, Inc.
69	Sunterra Corporation	OUC Commercial Electric Service Agreement

Sunterra Corporation
Assumed Executory Contracts
As of July 22, 2002

Contract Number	Entity	Main File Name
655	AKGI St. Maarten, N.V.	Phimaca N.V. d/b/a Hertz
395	RMI	Pitney Bowes Equipment Lease
350	Sunterra Corporation	Pitney Bowes Lease Agreement
691	Sunterra Corporation	Property Technologies, LTD
52	Sunterra Corporation	Public Storage Rental Agreement
448	RMI	Quality Inn Historic Contract
654	AKGI St. Maarten, N.V.	Quality Pools – Pool Service Contract
332	Sunterra Corporation	RE/MAX Exclusive Buyer Agency Agreement
673	The Ridge Pointe Resort	Ridge Pointe – II Space Agreement
424	RMI	Roberts Creekside Voucher Agreement
389	RMI	Rollies Camera Shop Lease Agreement
262	Sunterra Corporation	RSI – Master Service Agreement
645	Sunterra Resorts/Sedona Summit	Schaller Construction
499	Sunterra Corporation	Scott Robins Construction Agreement
204	Sunterra Corporation	Seaside Vending Agreement
412	RMI	Sedona Centre Development Group Lease Agreement
15	RMI	Sedona Centre Lease Agreement Modification
436	AKGI St. Maarten, N.V.	Shell Antilles Supply Agreement
194	AKGI St. Maarten, N.V.	Ship Wreck Club Lease Agreement
198	AKGI St. Maarten, N.V.	Shipwreck Shop Lease Agreement
415	RMI	Sinagua Plaza Associates Lease Agreement
751	Sunterra Corporation	Software Agreement/Microsoft
796	RMI, Inc./First American Tour & Travel	Spinnaker Development Corp.
873	AKGI-St. Maarten	St. Maarten Island Territory Ground Lease (Royal Palm)
716	AKGI-St. Maarten (Flamingo & Royal Palm)	St. Maarten Telephone Company
840	Sunterra Corporation	St. Maarten Timeshare Owners
417	RMI	The Cowboy Club Voucher Agreement
422	RMI	The Grille At Shadow Rock Voucher Agreement

Sunterra Corporation
Assumed Executory Contracts
As of July 22, 2002

Contract Number	Entity	Main File Name
423	All Seasons Realty, Inc.	The Marketplace Café Voucher Agreement
183	RMI	Torsion, Inc. Lease Agreement
292	Sunterra Corporation	Transamerica Master Lease Agreement
874	All Seasons Resorts, Inc. (AZ)	Villas at Poco Diablo Ground Leases
756	Resort Marketing International, Inc.	Villa at Poco Diablo Owners' Association
750	Resort Marketing International, Inc.	Villas of Sedona Owners' Association
848	Sunterra Corporation	Concord Servicing Corporation Subservicing Agreement – 1998-A
852	Sunterra Financial Services	Concord Servicing Corporation Subservicing Agreement – 1999-A
855	Sunterra Financial Services	Concord Servicing Corporation Subservicing Agreement – 1999-B
866	Sunterra Corporation	Concord Servicing Corporation Subservicing Agreement – Blue Bison Facility
846	Sunterra Corporation	Oracle Software License & Service Agreement
859	Sunterra Corporation	UBOC, International Escrow and Schreeder Wheeler & Flint Custody and Escrow Agreement
110	Sunterra Corporation	BellSouth Telecommunications
296	RMI	Hollywood Wax Museum Lease Agreement
457	Sunterra Corporation	Resort Computer Corporation Software License Agreement
868	Sunterra Corporation	Poipu Resort Partners, LP Partnership Agreement
869	Sunterra Corporation	CIT Communications Finance Corporation

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Adventa Business Services, Corp.
Attn: Marguerite K. Hall, Bncy. Mgr.
Voorhees, NJ 08043

Alarmco Agreement
2007 Las Vegas Boulevard South,
Las Vegas, NV 89104

Americana Wholesale Contract
Agreement
139 Sauve Street
Montreal, Quebec H3L 1Y4
CANADA

Bellsouth Mobility
5201 Congress Avenue
Boca Raton, FL 33487

Bellsouth Telecommunication, Inc.
500 N. Orange Ave.
Orlando, FL 32801

Bent Creek Golf Course
Mark Wallace
3919 E. Parkway
Gatlinburg, TN 37738

Best Pest Control Service Agreement
P.O. Box 677546,
Orlando, FL 32867

Bradshaw Brothers Sublease
Agreement
P.O. Box 10867
Sedona, AZ 86336

Bunchie's Garage & Trucking N.V.
7 Richmond Drive, Cole Bay
St. Maarten, NETHERLAND
ANTILLES

Cahners Travel Group Advertising
Contract
1357 Kapiolani Blvd, Suite 1015
Honolulu, HI 96814

Camelot International
25 Letchworth Road
Luton, Bedfordshire UNITED
KINGDOM

Canyon Portals Lease Agreement
C/O Al Spector, Esquire
6900 East Camelback Rd. Suite 640
Scottsdale, AZ 85251

Charter Communications
P O Box 2265
Memphis, TN 38101-2265

CIT Group, The
P.O. Box 30002
Charlotte, NC 28230-0002

Concord Servicing Corporation
Attn: Frederick G. Pink
656 N. Scottsdale Rd., #G-1
Scottsdale, AZ 85253

Courtwell Management Lease
Agreement
P.O. Box 3012
Simpson Bay, St. Maarten,
NETHERLANDS ANTILLES

Creative Design Concepts
2245 First Street, Suite 106
Simi Valley, CA 93065

Dan Danko Funding Corp/DBS
Funding LLC
Attn: Lisa Schmiedeskamp
18 Overcenter Drive
Moberly, MO 65270

Dexron Investments
4532 West Kennedy Blvd., 201
Tampa, FL 33609

Don Hopkins
PO Box 1069
Sedona, AZ 86336

Earnshaw Investors, Ltd. Lease
Agreement
Ilene Jensen, 200 Disney Lane
Sedona, AZ 86336

EVR Lake Tahoe
901 Ski Run Blvd
Lake Tahoe, CA 96150

Falcon Land Company, L.L.C.
C/O Samuel M. Woodruff
Murphy & Posner, 32 E. Camelback
Rd., Ste 3
Phoenix, AZ 85018

Felsot Lease Agreement
P.O. Box 2273
Sedona, AZ 86339

Fidelity Leasing, Inc.
1255 Wrights Lane
West Chester, PA 19380

Finova Services And Fees Agreement
7272 E. Indian School Blvd Suite 410
Scottsdale, AZ 85251

Five Star Communications
Management Agreement
P.O. Box 330
Boones Mill, VA 24065

Fournos Restaurant
PO Box 3748
Sedona, AZ 86340

Gardening Angels Landscape
Maintenance Agreement
480 Northview Road
Sedona, AZ 86336

GE Capital Equip. Lease Agreement
416 South Jefferson
Springfield, MO 65806

Golf Holidays
10815 Rancho Bernardo Rd.
Suite 320

Golf Marketing
16446 E Tombstone
Phoenix, AZ 85022

Grille At Shadow Rock
Double Tree Sedona
90 Ridge Trail Dr

Hollywood Wax Museum
3030 W Hwy 76
Branson, MO 65616

Iron Office Solution Lease Agreement
4780 N. Orange Blossom Trail
Orlando, FL 32810

Ingersoll/Bosse Insertion Agreement
413 Desert Poppy Drive
Sedona, AZ 86336

IOS Capital - EVR Lake Tahoe
1301 Corporate Boulevard
Reno, NV 89502

Lantex Builders Lease Agreement
P.O. Box 1452
Sedona, AZ 86336

LaSalle Bank NA
C/O John Robert Weiss, Esquire
Katten Muchin Zavis Rosenman
525 W Monroe St
Chicago, IL 60661

Metro Communications Production
Agreement
424 Duke Of Gloucester Street
Williamsburg, VA 23185

Newcourt Communications Finance
Corp.
2 Gatehall Drive
Parsippany, NJ 07054

Oak Creek Factory Outlet Lease
Oak Creek Outlets, Ltd.,
100 East Pratt Street, 18th Floor
Baltimore, MD 21203

One Of One, Inc.
7456 Sunnyside View
Leesburg, FL 34748

Oracle Corporation
2502 Rocky Point Drive
Suite 600
Tampa, FL 33607

OUC Commercial Electric Service
Agreement
500 South Orange Avenue
Orlando, FL 32801

Phimaca N.V. D/B/A Hertz
#56 Airport Road
St. Maarten, NETHERLAND
ANTILLES

Pitney Bowes Lease Agreement
27 Waterview Drive
Shelton, CT 06484

Poipu Resort Partners, LP
Jowen Perius
1941 Poipu Road, Ste. 2A
Koloa, HI 96746

Polar Bear Corporation D/B/A
Cowboy Club
241 North Hwy 89a
Sedona, AZ 86336

Property Technologies, Ltd.
6501 Dickern Place
Richmond, VA 23230

Public Storage Rental Agreement
900 S. Kirkman Road
Orlando, FL 32811

Quality Inn Historic Contract
1402 Richmond Road
Williamsburg, VA 23187

Quality Pools - Pool Service Contract
85C Welfare Road
, St. Maarten NETHERLAND
ANTILLES

RE/MAX Of Texas Marketing
Products Agreement
1480 Main Street
Gardnesville, NV 89502

Resort Computer Corporation License
Agreement
12596 West Bayaud Avenue
Suite 200
Lakewood, CO 80228

Ridge Pointe - I I Space Agreement
6262 Sunset Drive
Penthouse One
Miami, FL 33143

Roberts Creekside Café & Grill
251 Hwy 179 Suite 5B
Sedona, AZ 86336

Rollies Camera Shop Lease Agreement
P.O. Box 934
Sedona, AZ 86339

Schaller Construction
18124 Wedge Parkway #410
Reno, NV 98511

Scott Robins Construction Agreement
230 Fifth Street
Miami Beach, FL 33139

Sedona Centre Development Group
Lease Agreement
P.O. Box 4106
Sedona, AZ 86340

Shell Antilles Supply Agreement
Cole Bay, St. Maarten
NETHERLAND ANTILLES

Shipwreck Shop Lease Agreement
PO Box 9 Windsor Rd
Philipsburg, St. Maarten
NETHERLAND ANTILLES

Sinagua Plaza Associates Lease
Agreement
796 W. 9th Street

Software Agreement/Microsoft
6100 Neil Road, Suite 210
Reno, NV 89511

Spinnaker Development Corp.
1494 State Highway 248
Suite D

St. Maarten Island Cemetery
University Blvd
Philipsburg, ST. MAARTEN
NETHERLAND ANTILLES

St. Maarten Telephone Company
C.A. Carnegieer Street #26
St. Maarten, NETHERLAND
ANTILLES

St. Maarten Airport Car Voucher
Agreement
6645 S. Highway 179 C-7
Sedona, AZ 86351

Torsion, Inc. Lease Agreement
1408 Richmond Road
Williamsburg, VA 23185

Transamerica Master Lease Agreement
5595 Trillium Boulevard
Hoffman Estates, IL 60192

Villa At Poco Diablo Owners'
Association
23212 Mill Creek Dr.
Laguna Hills, CA 92653

Villas Of Sedona Owners' Association
23212 Mill Creek Dr.
Laguna Hills, CA 92653

Maria's Restaurant & Cantina
Martin Galverz Ramos
6446 Highway 179, Suite 212
Sedona, AZ 96351

CH Pest Control
Marianne Estate #26
Colè Bay, St. Maarten
NETHERLAND ANTILLES

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